

LAWYERS



Davis Wright Tremaine LLP

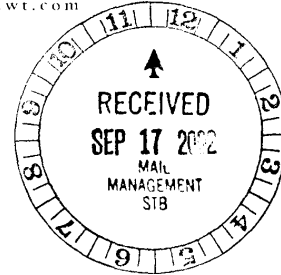
ANCHORAGE BILLYUE HONOLULU LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

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September 16, 2002



VIA AIR COURIER

Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: Recording Department
1925 K Street NW
Washington, DC 20423

RECORDATION NO. W 67
SEP 17 02 2-13 PM
SURFACE TRANSPORTATION BOARD

Re: Recordation of Documents
Watercraft
Owner and Lessor: Key Corporate Capital Inc., acting through its division Key
Equipment Finance
Charterer and Lessee: Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C.
Equipment: LESLIE; Official No. 520928

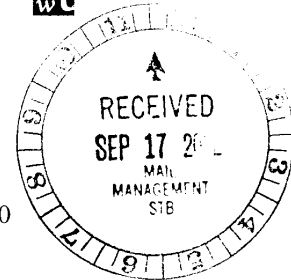
Dear Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

- (a) Memorandum of Bareboat Charter Party, a primary document, dated August 31, 2002.
- (b) The names and addresses of the parties to the document are as follows:

Owner and Lessor: Key Corporate Capital Inc., through its division
Key Equipment Finance
66 South Pearl Street, 8th Floor
Albany, New York 12207

Vernon A. Williams
Secretary
Surface Transportation Board
September 16, 2002
Page 2



Charterer and Lessee: Ready Mix USA Marine, L.L.C.
1300 McFarland Boulevard N.E., Suite 300
Tuscaloosa, Alabama 35406

and

Reynolds Ready Mix, L.L.C.
1300 McFarland Boulevard N.E., Suite 300
Tuscaloosa, Alabama 35406

(c) A description of the equipment covered by the document follows:

LESLIE; Official No. 520928

A recording fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Richard J. Schroeder
Davis Wright Tremaine LLP
2100 Century Square
1501 - 4th Avenue
Seattle WA 98101-1688

A short summary of the document to appear in the index follows:

Primary Document: Memorandum of Bareboat Charter Party, dated August 31, 2002, between Key Corporate Capital Inc., acting through its division Key Equipment Finance, as Owner and lessor and Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C., as Charterer and lessee covering the vessel LESLIE, Official No. 520928, Hailing Port is Pensacola, Florida.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script that reads 'Rick Schroeder /rk'.

Richard J. Schroeder

/rk
Enclosures

RECORDATION NO. W-67 FILED
SEP 17 '02 2-13 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

BETWEEN

KEY CORPORATE CAPITAL INC.,
acting through its division Key Equipment Finance
("OWNER")

AND

READY MIX USA MARINE, L.L.C.

AND

REYNOLDS READY MIX, L.L.C.

("CHARTERER")

August 31, 2002

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2002, at _____ a.m./p.m.
Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of August 31, 2002, by and between Key Corporate Capital Inc., through its division Key Equipment Finance, a Michigan corporation ("Owner") and Ready Mix USA Marine, L.L.C., an Alabama limited liability company, and Reynolds Ready Mix, L.L.C., an Alabama limited liability company, jointly and severally (individually and collectively, "Charterer").

WITNESSETH:

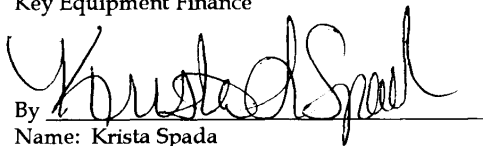
1. Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner one tank barge named LESLIE, Official No. 520928 as more particularly identified on Schedule 1 attached hereto.
2. The Bareboat Charter Party shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter Party agreement.
3. This Memorandum may be executed in counterparts.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

KEY CORPORATE CAPITAL INC., through its division
Key Equipment Finance

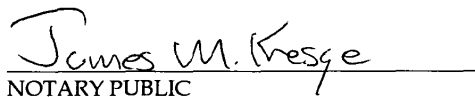
By 

Name: Krista Spada

Title: Regional Business Unit Manager

STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

On this 3rd day of September, 2002, before me personally appeared KRISTA SPADA, to me personally known, who being by me duly sworn, says that she is the Regional Business Unit Manager of KEY CORPORATE CAPITAL INC., acting through its division Key Equipment Finance, that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 4/1/06

JAMES M. KRESGE
Notary Public, State of New York
No. 01KR505845
Qualified in Albany County
Commission Expires April 1, 2006

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CHARTERER: READY MIX USA MARINE, L.L.C.

By: Reynolds Ready Mix, L.L.C., its sole member

By: Ready Mix USA, Inc., its Manager

By [Signature]
Name MARC BRIAN TAYLOR
Title: PERK

STATE OF ALABAMA)
) ss.
COUNTY OF TUSCALOOSA)

On this 3rd day of September, 2002, before me personally appeared MARC BRIAN TAYLOR, to me personally known, who being by me duly sworn, says that he is the President of READY MIX USA, INC., the Manager of REYNOLDS READY MIX, L.L.C., the sole member of READY MIX USA MARINE, L.L.C., that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the voluntary act and deed of said company.

[Signature]
NOTARY PUBLIC

My commission expires: 9-10-2003

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CHARTERER: REYNOLDS READY MIX, L.L.C.

By: Ready Mix USA, Inc., its Manager

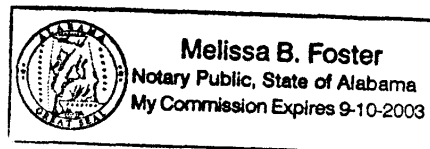
By Marc Bryan Tyson
Name MARC "BRYAN" TYSON
Title: PRES

STATE OF ALABAMA)
) ss.
COUNTY OF TUSCALOOSA)

On this 31st day of August, 2002, before me personally appeared Marc Bryan Tyson, to me personally known, who being by me duly sworn, says that he is the President of READY MIX USA, INC., the Manager of REYNOLDS READY MIX, L.L.C., that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the voluntary act and deed of said company.

Melissa B. Foster
NOTARY PUBLIC

My commission expires: 9-10-2003



SCHEDULE 1

Vessel subject to Bareboat Charter Party dated August 31, 2002, between Key Corporate Capital Inc., acting through its division Key Equipment Finance, as Owner, and Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C., as Charterer.

VESSEL
LESLIE

OFFICIAL NUMBER
520928

and all equipment located onboard or used in connection with the above described Vessel, the whole of the vessel, together with her boilers, engines, generators, air compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping equipment, apparel, furniture, furnishings, fittings, spare parts, stores, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the Vessel, and proceeds thereof.